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2 Entered on Docket
3 June 19, 2006
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A handwritten signature in black ink, appearing to read "R. Linda Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

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6 **LEWIS AND ROCA LLP**

7 3993 Howard Hughes Parkway, Suite 600
8 Las Vegas, NV 89109
9 Facsimile (702) 949-8321
10 Telephone (702) 949-8320

11 40 North Central Avenue, Suite 1900
12 Phoenix, Arizona 85004-4429
13 Facsimile (602) 734-3824
14 Telephone (602) 262-5756

15 Susan M. Freeman AZ State Bar No. 004199
16 Email: sfreeman@lrlaw.com
17 Rob Charles NV State Bar No. 006593
18 Email: rcharles@lrlaw.com
19 Scott K. Brown AZ State Bar No. 020390
20 Email: sbrown@lrlaw.com

21 *Proposed Attorneys for Official Committee of Unsecured Creditors*

22 **UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

23 **In Re:**

24) Jointly Administered

25 **USA Commercial Mortgage Company**)
26 **06-10725 – Lead Case**)

27) Chapter 11 Cases

28 **USA Capital Realty Advisors, LLC**)
29 **06-10726**)

30) Judge Linda B. Riegle Presiding

31 **USA Capital Diversified Trust Deed Fund,**)
32 **LLC**)
33 **06-10727**)

34) Date: June 15, 2006

35) Time: 10:00 a.m.

36 **Affecting:**

37 All Cases

38 **or Only:**

- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC

39 **Debtors.**)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
LEWIS AND ROCA LLP AS COUNSEL FOR THE CREDITORS' COMMITTEE**

The Court has considered: (i) the Application to Employ Lewis and Roca LLP (“Lewis and Roca”) as Counsel for the Committee of Unsecured Creditors of USA Commercial Mortgage Company (the “Application”) filed by the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company (the “Committee”) for that above-captioned debtor and debtor-in-possession (the “Debtor”); (ii) the Verified Statement of Rob Charles Pursuant to Bankruptcy Rule 2014 in Support of Application by Official Committee of Unsecured Creditors to Employ Lewis and Roca as Counsel for the Committee (the “Rule 2014 Statement”).

Based upon the Application, the Rule 2014 Statement, and the representations to the Court, the Court finds that: (1) Lewis and Roca: (a) does not represent any other entity having an interest materially adverse to the Committee's constituents in connection with this case; (2) the employment of Lewis and Roca is necessary and in the best interest of the Committee, the estate and its creditors; and (3) there is good cause to approve the retention of Lewis and Roca. Accordingly,

IT IS HEREBY ORDERED that:

1. Pursuant to 11 U.S.C. § 1103(a) and Rule 2014(a), Federal Rules of Bankruptcy Procedure, the Committee is authorized to employ and retain Lewis and Roca as counsel for the Committee to perform the services set forth in the Application, effective upon the March 24, 2006 retention by the Committee;

2. Lewis and Roca shall be compensated in accordance with the procedures set forth in the Application, 11 U.S.C. §§ 330 and 331, the Federal Bankruptcy Rules, and the Local Bankruptcy Rules and Orders of this Court.

DATED:

Honorable Linda B. Riegle